

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	
	:	Chapter 11
USG CORPORATION,	:	
a Delaware corporation, et al.,	:	Jointly Administered
	:	Case No. 01-2094 (JKF)
Debtors.	:	
	:	
	:	
USG CORPORATION, et al.,	:	Hearing Date: January 30, 2006
	:	Hearing Time: 11:00 am
Movant	:	
	:	
v.	:	
	:	Civil Action No. 04-1559 (JFC)
OFFICIAL COMMITTEE OF	:	Civil Action No. 04-1560 (JFC)
ASBESTOS PERSONAL INJURY	:	
CLAIMANTS, et al.,	:	
	:	
Respondents.	:	

MOTION FOR STAY OF ESTIMATION PROCEEDINGS AND PROCEEDINGS ON DEBTORS'
VOTING RIGHTS MOTION

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Counsel for Debtors

On January 26, 2006, Debtors¹, the Official Committee of Asbestos Personal Injury Claimants (the "ACC"), the counsel for each member of the ACC in its individual capacity and on behalf of such member, and Dean M. Trafelet, in his capacity as the Legal Representative for Future Claimants in the above-captioned actions (the "FCR") executed a term sheet (the "Term Sheet") setting forth the basic terms on which the parties have agreed to settle certain disputes relating to Debtors' alleged liability for asbestos-related personal injury claims and demands. The Term Sheet, when implemented by a confirmed plan of reorganization for Debtors, will resolve all the disputes as to which the Court withdrew the reference relating to: (1) the estimation of Debtors' liability for asbestos-related personal injury claims and (2) Debtors' Motion For a Declaration With Respect to the Voting Rights of Certain Putative Claimants. It also provides that Debtors, the ACC, and the FCR will jointly seek a stay of the estimation litigation.

In light of the pending settlement, Debtors, the ACC, the FCR, the Official Committee of Unsecured Creditors, and the Statutory Committee of Equity Security Holders (collectively the "Parties") hereby jointly request that the above-captioned actions, including all discovery efforts, be stayed immediately. The Official Committee of Property Damage Claimants takes no position on the motion.

A stay of these proceedings is necessary to allow the Parties to focus their energies on the creation of a plan of reorganization to be submitted for confirmation in the Bankruptcy Court for the District of Delaware. A stay will also protect Debtors'

¹ "Debtors" include the following eleven entities: USG Corporation, United States Gypsum Company, USG Interiors, Inc., USG Interiors International, Inc., L&W Supply Corporation, Beadex Manufacturing, LLC, B-R Pipeline Company, La Mirada Products Co., Inc., USG Industries, Inc., USG Pipeline Company, and Stocking Specialists, Inc.

estate from needless additional expense, and is therefore in the interests of all stakeholders in these proceedings. Should any material change in the status of the pending settlement occur, or should the Parties for any reason determine that a resumption of these proceedings is necessary, the Parties will inform the Court promptly.


For the foregoing reasons, the Parties respectfully request the Court to enter a stay of the above-captioned actions.

Dated: January 30, 2006

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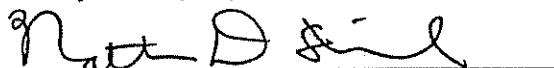
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Counsel for the Official Committee of Asbestos
Personal Injury Claimants

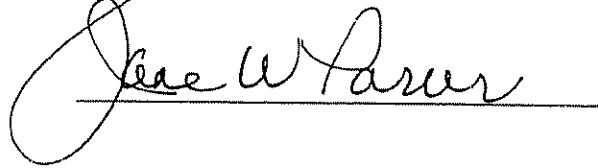
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Dated: January 30, 2006



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A handwritten signature in cursive script, appearing to read "Jane W. Parver", is written over a horizontal line.

Dated: January 30, 2006

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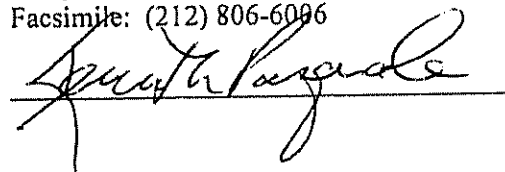
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Dated: January 30, 2006

A handwritten signature in black ink, appearing to read "Kenneth Pasquale", is written over a horizontal line.

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Dated: January 30, 2006

A handwritten signature in dark ink, appearing to read "Peter M. Friedman", is written over a horizontal line.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	
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ASBESTOS PERSONAL INJURY	:	Civil Action No. 04-1560 (JFC)
CLAIMANTS, et al.,	:	
	:	
Respondents.	:	

**[PROPOSED] ORDER STAYING ESTIMATION PROCEEDINGS AND PROCEEDINGS ON
DEBTORS' VOTING RIGHTS MOTION**

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Counsel for Debtors

On January 30, 2006, the Court was informed that Debtors¹, the Official Committee of Asbestos Personal Injury Claimants (the “ACC”), the counsel for each member of the ACC in its individual capacity and on behalf of such member, and Dean M. Trafelet, in his capacity as the Legal Representative for Future Claimants have executed a term sheet (the “Term Sheet”) setting forth the basic terms on which the parties have agreed to settle certain disputes relating to Debtors’ alleged liability for asbestos-related personal injury claims and demands. The Term Sheet, when implemented by a confirmed plan of reorganization for Debtors, will resolve all the disputes as to which the Court withdrew the reference in the above-captioned actions.

In light of the pending settlement, the above captioned actions are hereby stayed indefinitely. This includes a stay of all discovery efforts, including subpoenas or other discovery directed to third parties. If these proceedings must resume at later date, the Court will enter an appropriate order at that time.

The Debtors, and any other parties who issued a subpoena or other third-party discovery device to a third party, are hereby directed to serve a copy of this Order on any party to whom such third-party discovery was directed informing them that the return date for such a subpoena or other discovery is hereby stayed pending further order of the Court.

IT IS SO ORDERED.

Dated: _____

The Honorable Joy Flowers Conti
United States District Court Judge

¹ “Debtors” include the following eleven entities: USG Corporation, United States Gypsum Company, USG Interiors, Inc., USG Interiors International, Inc., L&W Supply Corporation, Beadex Manufacturing, LLC, B-R Pipeline Company, La Mirada Products Co., Inc., USG Industries, Inc., USG Pipeline Company, and Stocking Specialists, Inc.